

ITEL

April 6, 1987

Istel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 9406

APR 23 1987 2 55 PM

INTERSTATE COMMERCE COMMISSION

4/23/87
10.00

ICC Washington, D. C.

Re: Amendment No. 4, dated April 3, 1987, to the Lease Agreement dated December 23, 1977, as amended, among Istel Corporation, SSI Rail Corporation and Marinette, Tomahawk and Western Railroad Company

Dear Ms. McGee:

On behalf of Istel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to U.S.C. Section 11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Amendment under the Lease Agreement dated December 23, 1977, as amended, among Istel Corporation, SSI Rail Corporation and Marinette, Tomahawk and Western Railroad Company, which was filed with the ICC on May 26, 1978, and given Recordation No. 9406.

The parties to the aforementioned instrument are listed below:

Istel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Marinette, Tomahawk and Western Railroad Company (Lessee)
P.O. Box 310
Tomahawk, Wisconsin 54487

This Amendment (i) deletes Equipment Schedules No. 1 and No. 2 to the Lease Agreement and replaces them with Equipment Schedules No. 1.A. and No. 2.A., which Schedules cover ninety-seven (97) and ninety-nine (99) 50'6", 70-ton, Plate C, XM boxcars bearing reporting marks MIW 4300-4399 and MIW 4400-4499, respectively; and (ii) extends the term of the lease with respect to boxcars bearing reporting marks MIW 1100-1149 and MIW 8000-8050 only.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

:ps
Enclosure
cc: Ginny Hanger

Interstate Commerce Commission
Washington, D.C. 20423

4/24/87

OFFICE OF THE SECRETARY

Patricia Schumacker
Itel Rail Corporation
55 Francisco Street
San Francisco, Calif. 94133

Dear Ms. Schumacker:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/23/87 at 2:55pm, and assigned recordation number(s). 9406-I, 14002-G & 14594-I

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 9406-9 Filed & Recorded

APR 23 1987 2-55 PM

03/11/87

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 4

AMENDMENT NO. 4 (the "Amendment") to that certain Lease Agreement dated as of December 23, 1977, as amended, (the "Lease Agreement") among ITEL Corporation, SSI Rail Corp. and **MARINETTE, TOMAHAWK AND WESTERN RAILROAD COMPANY** ("Lessee") is made as of this 3rd day of April, 1987, by and between **ITEL RAIL CORPORATION**, as successor in interest to both SSI Rail Corp. and ITEL Corporation ("Lessor") and Lessee.

RECITALS:

- A.** Lessor and Lessee are parties to the Lease Agreement pursuant to which four hundred (400) boxcars bearing reporting marks from within the series MTW 1100-1149, MTW 4300-4599 and MTW 8000-8050 (the "Boxcars") have been leased by Lessor to Lessee.
- B.** The Boxcars bearing the reporting marks MTW 4319, MTW 4325, MTW 4333 and MTW 4420 were destroyed on March 3, 1986, May 13, 1982, September 15, 1982 and August 7, 1982, respectively and the parties desire to remove such Boxcars from the applicable Equipment Schedules.
- C.** Lessee notified Lessor in a letter dated October 27, 1986 that the Boxcars bearing the reporting marks MTW 1100-1149 and MTW 8000-8050 (the "Cars") will be terminated from the Lease Agreement on March 31, 1987.
- D.** The parties desire to extend the term of the Lease Agreement with respect to the Cars for a period of three (3) months.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, the parties hereto agree to amend the Lease Agreement as follows:

- 1. All terms defined in the Lease Agreement shall have the meanings defined therein when used in this Amendment.
- 2. Equipment Schedules No. 1 and No. 2 attached to the Lease Agreement are replaced by Equipment Schedules No. 1.A. and No. 2.A. attached hereto.
- 3. With respect to the Boxcars bearing the reporting marks MTW 1100-1149 and MTW 8000-8050 only, the words "on March 31, 1987" in Subsection 2.A. of the Lease Agreement, as amended, are replaced by the words "on June 30, 1987" and Subsection 2.B. is deleted in its entirety.
- 4. Except as expressly modified by this Amendment, all terms and provisions of the Lease Agreement shall remain in full force and effect.

ASSIGNED TO FIRST SECURITY BANK
OF UTAH, N.A., TRUSTEE, UNDER
A LEASE ASSIGNMENT.

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN
FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER
FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL
RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

5. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

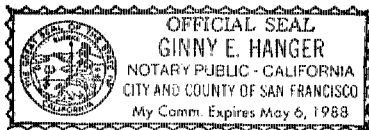
By: *DD Taylor*
Title: President
Date: 4-3-87

MARINETTE, TOMAHAWK AND WESTERN
RAILROAD COMPANY

By: *E. L. Bierlich*
Title: General Mgr
Date: 3-31-87

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 3rd day of April, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 4 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF Wisconsin)
) ss:
COUNTY OF Lincoln)

On this 31st day of March, 1987, before me personally appeared Elizabeth Bierlich, to me personally known, who being by me duly sworn says that such person is Gen Mgr of Marinette, Tomahawk and Western Railroad Company, that the foregoing Amendment No. 4 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. J. Babin
Notary Public

EQUIPMENT SCHEDULE NO. 1.A.

Itel Rail Corporation hereby leases the following Boxcars to Marinette, Tomahawk and Western Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of December 23, 1977.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
XM	50' Plate C Boxcar, 70-Ton	MTW 4300-4318, 4320-4324, 4326-4332, 4334-4399	50'6"	9'6"	11'1"	10' Sliding	97

Lessor is obligated under the terms of a Lease Agreement dated December 23, 1977 to transfer investment tax credit on Boxcars Numbers MTW 4300 to MTW 4399, inclusive, to Lessee. This statement constitutes the identification and designation for investment tax credit purposes specified in paragraph 1C of such Lease Agreement.

This Equipment Schedule is a replacement schedule. The Boxcars on this schedule were initially delivered pursuant to the above referenced Lease Agreement.

ITEL RAIL CORPORATION

By: 

Title: President

Date: 4-3-87

MARINETTE, TOMAHAWK AND WESTERN
RAILROAD COMPANY

By: 

Title: General Mgr

Date: 3-31-87

EQUIPMENT SCHEDULE NO. 2.A.

Itel Rail Corporation hereby leases the following Boxcars to Marinette, Tomahawk and Western Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of December 23, 1977.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width	No. of Cars
XM	50' Plate C Boxcar, 70-Ton	MTW 4400-4419, 4421-4499	50'6"	9'6"	11'1"	10' Sliding	99

Lessor is obligated under the terms of a Lease Agreement dated December 23, 1977 to transfer investment tax credit on Boxcars Numbers MTW 4400 to MTW 4499, inclusive, to Lessee. This statement constitutes the identification and designation for investment tax credit purposes specified in paragraph 1C of such Lease Agreement.

This Equipment Schedule is a replacement schedule. The Boxcars on this schedule were initially delivered pursuant to the above referenced Lease Agreement.

ITEL RAIL CORPORATION

By: *[Signature]*

Title: President

Date: 4-3-87

MARINETTE, TOMAHAWK AND WESTERN
RAILROAD COMPANY

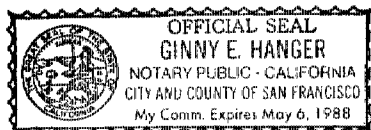
By: *[Signature]*

Title: General Mgr

Date: 3-31-87

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 3rd day of April, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedules No. 1.A. and 2.A. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF Wisconsin)
) ss:
COUNTY OF Lincoln)

On this 3rd day of March, 1987, before me personally appeared Elizabeth Brelich, to me personally known, who being by me duly sworn says that such person is Gen Mgr of Marinette, Tomahawk and Western Railroad Company, that the foregoing Equipment Schedules No. 1.A. and 2.A. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

R. L. Bodney
Notary Public